

27766-6

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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

February 10, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease dated January 20, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27766.

The names and addresses of the parties to the enclosed document are:

**Lessor:** First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Steel Dust Recycling, LLC  
13209 Hwy 96  
Millport, AL 35576

A description of the railroad equipment covered by the enclosed document is for five (5) hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

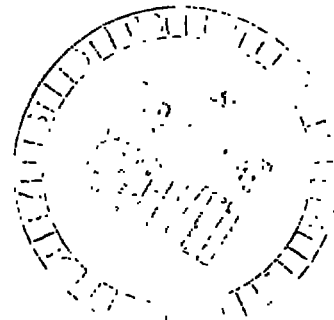
If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures  
(SDRL008)



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ASSGN. NO.: SDRL008

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20<sup>th</sup> day of January, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Steel Dust Recycling, LLC, an Alabama limited liability company.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 28, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 20, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: Susan GrokowskyName: SUSAN GROKOWSKYTitle: ASSISTANT DIRECTOR  
OF DOCUMENTATIONExecuted on this 20<sup>th</sup> day of January, 2011.

[CORPORATE SEAL]

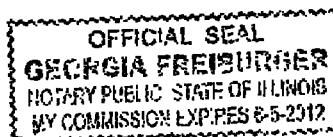
STATE OF ILLINOISCOUNTY OF CLACK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of January, 2011.

Notary Public

My Commission Expires:

6 2012  
(Notary Public)

LESSEE:

STEEL DUST RECYCLING, LLC

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this

6 day of January, 2011.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Lamar

I, Sonya B Price, a Notary Public of the County and State aforesaid, certify that Art Rowland personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6 day of January, 2011.

Sonya B Price  
Notary Public

Commission Expires:

10/25/2011

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 4650 cubic foot capacity Covered Hopper Cars, 4 pocket, 263/268 GRL.

CAR NUMBERS:

FURX 816710  
NDYX 816703  
NDYX 816807  
NDYX 816861  
NDYX 816896